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ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

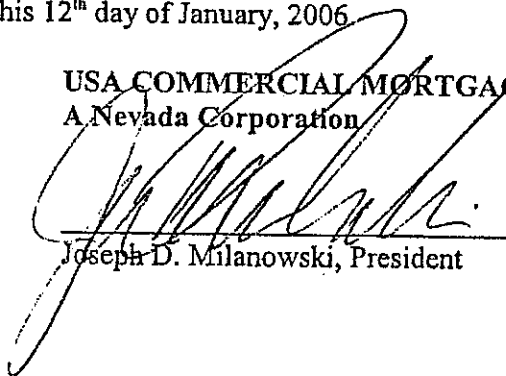
FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to those persons listed on Exhibit "A" and attached hereto ("Assignees"), One Hundred Percent (100%) of Assignor's undivided beneficial interest in the amounts as designated on said Exhibit "A" in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated December 22, 2005 executed by 5252 Orange, LLC, a California limited liability company as Trustor, Fidelity National Title Company as Trustee, in favor of those persons listed on Exhibit "A" as beneficiaries. The Deed of Trust was recorded on December 30, 2005 as Instrument No.05-1119674 in the Official Records of San Diego County, California.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 12th day of January, 2006.

ASSIGNOR:

USA COMMERCIAL MORTGAGE COMPANY
A Nevada Corporation


Joseph D. Milanowski, President

(Notary acknowledgment follows)

10959

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EXHIBIT "B"

LEGAL DESCRIPTION OF THE PROPERTY

Real property situated in the City of San Diego, County of San Diego, State of California, described as follows:

PARCEL 1:

An undivided sixty-two one hundred and fourth (62/104th) interest in common in and to the real property described in paragraph A of the "excepting therefrom" clause below.

EXCEPTING THEREFROM the following:

(A) All units shown upon the Parkridge Condominium Plan that was recorded in the office of the county recorder of San Diego County, California on May 17, 2005 as File No. 2005-0415856 of Official Records.

(B) The exclusive right to possession of all those areas designated as exclusive use common area parking spaces, carports, storage areas, balconies and patios, and shown upon the condominium plan referred to hereinabove, and which are conveyed by grantor to the purchaser of any living unit.

PARCEL 2:

Living Units LU- 101, 135, 211-214, 216, 221-226, 231-234, 236, 312-315, 322-326, 331-335, 411, 412, 414-417, 421-427, 431-437, 522, 525, 611, 613, 614 and 621, as shown on the condominium plan referred to hereinabove.

PARCEL 3:

The exclusive right to possession and occupancy of that portion of the real property described in Parcel 1, above, designated exclusive use common area balcony, patio, storage area, carport, if any, as appurtenant to Parcels 1 and 2 above-described and bearing the same number designation as corresponding to the unit referred to in Parcel 2, above.

PARCEL 4:

The exclusive right to possession and occupancy of those portions of the real property described in Parcel 1, above, designated exclusive use common area storage area S-____, parking space PS-____, carport CP-_____, as appurtenant to Parcels 1 and 2 above-described and bearing a number designation that has no relation to the unit referred to in Parcel 2, above.

APN: 472-170-29

EXHIBIT "A"

LENDERS

	<u>NAME</u>	<u>AMOUNT</u>
1	Ali M. Abyane & Soheila M. Abyane Trustees of the Abyane Family Trust dated 2/7/92	\$25,000
2	Charles B. Anderson Trustee of the Charles B. Anderson Trust	\$100,000
3	Rita P. Anderson Trustee For the Benefit of Rita P. Anderson Trust	\$100,000
4	Kathy Azzinaro an unmarried woman	\$50,000
5	Maria Benitez a single woman	\$25,000
6	Marshall J. Brecht & Janet L. Brecht Trustees of the Marshall J. Brecht Trust dated 2/5/86	\$100,000
7	John S. Broders an unmarried man	\$50,000
8	Roger Marvin Bryan and Ann T. Bryan Trustees of The Bryan Family Trust dated August 19 1992	\$25,000
9	Brian H. Busse & Dawn Busse husband & wife as joint tenants with right of survivorship	\$25,000
10	Alta Funding Inc. a Florida corporation	\$50,000
11	Jerry Cohn & Gloria L. Cohn Trustees of the Cohn Family Living Trust dated 1/15/96	\$25,000
12	James B. Corison Trustee of the James B. Corison Trust dated 12/3/98	\$25,000
13	Joseph G. Daraskevius & Ardee S. Daraskevius husband & wife as joint tenants with right of survivorship	\$50,000
14	Lori Dietzman and William Dietzman wife and husband as joint tenants with right of survivorship	\$100,000
15	Rudi Eichler transfer on death to Tatjana Eichler	\$50,000
16	Marc Scot Etterman Trustee of the Marc Scot Etterman Living Trust dated 2/11/03	\$35,000
17	Joseph A. Farrah & Emily T. Farrah Trustees of the Farrah Family Trust dated 9/18/03	\$25,000
18	Lucille Farrlow Trustee of the Lucille Farrlow Trust 2000	\$250,000
19	Dennis Flier Trustee of the Dennis Flier Inc. Defined Benefit Trust dated 6/29/87	\$25,000
20	Donald T. Flood & Betty R. Flood Trustees of the Flood Family Trust dated 12/24/85	\$25,000
21	John A. M. Handal a single man	\$25,000
22	Robert E. Heller & Edna W. Heller Trustees of the Heller Trust dated 4/30/90	\$25,000
23	Lorayne J. Hutchison & James H. Hutchison husband & wife as joint tenants with right of survivorship	\$25,000

24	Leslie Irwin a single woman	\$40,000
25	Evelyn A. Ives Trustee of the Melvin J. Ives & Evelyn A. Ives Bypass Trust dated 1/6/93	\$75,000
26	Richard A. Johnson a married man dealing with his sole & separate property	\$25,000
27	Edith A. Johnston an unmarried woman	\$50,000
28	Jerry M. Katz & Lisa A. Katz General Partners of the Katz Family Limited Partnership	\$50,000
29	James F. Lawrence and Arla M. Lawrence trustees of The James F. Lawrence and Arla Lawrence Revocable Trust Dated 1-19-04	\$100,000
30	Raymond Nunez & Sandra L. Lawson Trustees of the The Raymond & Sandra Nunez Family Trust	\$50,000
31	Nicholas Loader Trustee of the Nicholas Loader Trust U/A	\$100,000
32	Pompeo J. Lombardi an unmarried man	\$25,000
33	Alan M. Markus & Trena L. Markus husband and wife as joint tenants with right of survivorship	\$50,000
34	Gordon Marx a married man dealing with his sole & separate property	\$75,000
35	Todd Charles Maurer a single man	\$25,000
36	Alicia McBride & Marlon McBride husband & wife as joint tenants with right of survivorship	\$25,000
* 37	Richard McKnight and Sheila J. McKnight Trustees of the McKnight 2000 Family Trust dated 4/20/00	\$50,000
38	Christiane Mencini-Baker Trustee of the Christiane Mencini-Baker Revocable Trust	\$60,000
39	D & K Partners Inc. a Nevada corporation	\$150,000
40	Erven J. Nelson & Frankie J. Nelson Trustees of the Erven J. Nelson & Frankie J. Nelson Trust	\$50,000
41	Robert H. O'Connor & Cathleen B. O'Connor Trustees of the O'Connor Revocable Trust UTD 9/17/97	\$25,000
42	William J. Ovca Jr. Trustee of the Ovca Associates Inc. Defined Pension Plan	\$50,000
43	Oliver Puhr a single man	\$30,000
44	James P. Randisi and Mary M. Randisi husband and wife as joint tenants with the rights of survivorship	\$25,000
45	Frank Reale a single man	\$50,000
46	Patrick M. Rich Trustee of the Patrick M. Rich Trust UAD 4/4/01	\$50,000
47	Rachel Riehle an unmarried woman	\$25,000
48	Robert Roeder & Patricia Roeder husband & wife as joint tenants with right of survivorship	\$150,000
49	Peter Valve Company Inc. a Nevada corporation	\$75,000
50	Gregory V. Sak and Jana L. Sak Trustees of The Sak Family Trust dated 12-17-04	\$50,000
51	Ronald C. Shackelford Trustee of the Shackelford Family Trust dated 9/21/04	\$25,000

52	Ira Jay Shapiro an unmarried man and Anton Trapman an unmarried man as joint tenants with the right or survivorship	\$25,000
53	Bartolo F. Simari & Sandra K. Simari Trustees of the Simari Revocable Trust dated 4/25/96	\$50,000
54	Robert S. Speckert Trustee of the Robert S. Speckert Rev. Living Trust dated 6/11/92	\$60,000
55	Manfred S. Spindel & Christine L. Spindel husband & wife as joint tenants with right of survivorship	\$50,000
56	Brian R. Stange & Amy M. Stange Trustees of The Stange Trust dated 8/8/02	\$25,000
57	Sovereign Capital Advisors LLC a Nevada limited liability company	\$100,000
58	Beth M. & Daniel E. Thiel Trustees The Thiel Living Trust dated 2/13/99	\$50,000
59	Alneil Associates Neil Tobias General Partner	\$200,000
60	Richard T. Todd & Valere J. Todd Trustees of the Todd Family Living Trust Agreement dated 12/13/01	\$25,000
61	Robert W. Ulm Trustee of the Robert W. Ulm Living Trust dated 4/11/05	\$25,000
62	Lloyd F. Van Sickle Trustee of The Van Sickle Family Trust dated 5/20/99	\$150,000
63	R & N Real Estate Investments LP Robert J. Verchota General Partner	\$100,000
64	Richard G. Vrbancic a single man	\$25,000
65	Linda D. Waterhouse an unmarried woman	\$25,000
66	Murray Zaroff and Marlene C. Zaroff Trustees FBO the Murray and Marlene Zaroff Rev Trust dtd 11-30-95	\$100,000
	TOTAL	\$3,800,000



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